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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

MHLF II, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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MHLF II, LLC
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UP
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ARTICLES OF ORGANIZATION

OF

MHLP II, LLC

These Articles of Organization of MHLP II, LLC (the "Company"), have been duly executed and are being filed by the undersigned authorized representative of the member to form a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608) as follows:

ARTICLE I NAME

The name of the limited liability company formed hereby is MHLP II, LLC.

ARTICLE II ADDRESS

The mailing address and street address of the principal office of the Company is c/o Ms. Raquel Libman, 601 Biscayne Boulevard, Miami, Florida 33132.

ARTICLE III REGISTERED AGENT AND REGISTERED OFFICE

The name and the Florida street address of the registered agent and registered office of the Company is Peninsula Registered Agents, Inc., 200 S. Biscayne Boulevard, 43rd Floor, Miami, Florida 33131.

ARTICLE IV MANAGEMENT

The Company is to be managed by its member as set forth in its Operating Agreement and is therefore a member-managed company.

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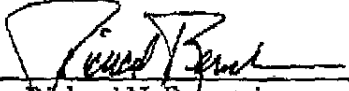
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IN WITNESS WHEREOF, the undersigned executed these Articles of Organization on the 30th day of August, 2003.

Authorized Representative of the Member

By:


Richard N. Bernstein

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

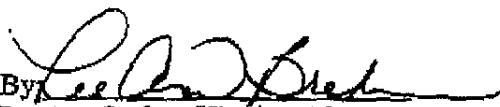
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OF THE FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the limited liability company is MHLP II, LLC.
2. The name and Florida street address of the registered agent and office are:

Peninsula Registered Agents, Inc.
200 S. Biscayne Boulevard
43rd Floor
Miami, Florida 33131

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 608, F.S.

PENINSULA REGISTERED AGENTS, INC.

By 
LeeAnn Brehm, Vice President

Date: August 29, 2003

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